International Neuromodulation Society, Pennsylvania **Nonprofit Corporation**

(Membership)

Bylaws

ARTICLE I - PURPOSES

1.1 The purposes of the International Neuromodulation Society, also known as, International Neuromodulation Society or Society are exclusively for charitable purposes as set forth in the Articles of Incorporation (Society). In pursuing such purposes, the International Neuromodulation Society shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II - OFFICES

2.1 Registered Office. The registered office of the International Neuromodulation Society shall be at 2000 Van Ness Avenue, Suite 414, San Francisco, CA, 94109, USA, or such other location in *Pennsylvania or California* as the Directors may from time to time determine. As of 4 February 2002, the International Neuromodulation Society is qualified to transact interstate business in the State of California.

2.2 Other Offices. The International Neuromodulation Society may also have offices at such other places as the Directors may select and the business of the Corporation (Society) shall require.

ARTICLE III - MEMBERS

3.1 Number and Dues. The International Neuromodulation Society shall have two classes of members: (a) the "Membership Class", and (b) the “Honorary Lifetime Membership Class”. Individuals are encouraged to join their applicable Chapter and, upon joining and affiliated Chapter and paying Chapter dues, become members of the International Neuromodulation Society and receive INS member benefits. Individuals may also join the International Neuromodulation Society directly where a Chapter is not available in their location.

The INS Board of Directors shall nominate and select “Honorary Lifetime Members”. Eligible candidates must have made significant contributions to the Society and to the field of neuromodulation. Membership dues shall be waived for Honorary Lifetime Members.

To be eligible for membership, an individual must have a professional interest in neuromodulation. Dues for membership shall be determined each year by the Board of Directors of the International Neuromodulation Society and/or by each National Chapter of the Society.

3.2 Requirements for Membership. The Directors may establish any additional criteria for membership. Persons shall become members upon the approval of the Board of Directors or such persons acting as agents of the Board. Persons who are bona fide dues paying members of National Chapters of the International Neuromodulation Society shall be members of the International Neuromodulation Society. Such approval of membership may be denied for any reason deemed sufficient by the Directors, their

agents or the agents of a National Chapter of the Society, even though the applicant may meet the stated criteria for membership. The membership may vote by majority.

3.3 Diversity. The International Neuromodulation Society is multidisciplinary and welcomes members from all relevant disciplines who meet membership criteria and pay dues, including clinicians, scientists, engineers, and allied professionals contributing to neuromodulation.

3.4 Regular Meetings. Meetings of the International Neuromodulation Society shall be held as determined by the Board of Directors.

3.5 Meetings of the Membership. The meeting of the members of the International Neuromodulation Society shall be held once, every other year, at such time and place as determined by the Board of the International Neuromodulation Society. The frequency of the meetings can be changed at the discretion of the Board. It is the intended purpose of the International Neuromodulation Society to hold its meeting of members in conjunction with the educational Congress of the International Neuromodulation Society.

3.6 Special Meetings. Special meetings of the entire membership may be called by the President, the Board, or at the written request of 10% of the membership. At least 90 (ninety) days' written notice stating the time, place and purpose of any special meeting shall be given to the members entitled to participate.

3.7 Quorum. Those members present at a meeting shall constitute a quorum for the transaction of business at the meeting.

3.8 Voting. Each member shall be entitled to one vote, in person, by ballot, by mail, by e-mail or by proxy in accord with Section 3.2. Unless otherwise required by these

Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the members present, or by mail if determined by the Board of Directors and a ballot is sent with notice of the question to be voted upon.

3.9 Voting by Proxy. Any absent member eligible to vote at any meeting of the members may be represented as present and may vote at such meeting by a proxy authorized in writing by the member or by his or her duly authorized attorney in fact. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Secretary of the International Neuromodulation Society. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the International Neuromodulation Society. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the International Neuromodulation Society.

3.10 Unanimous Consent of Members in Lieu of a Meeting. Any action which may be taken at a meeting of members may be taken without a meeting if a consent or consents in writing setting forth the action to be taken shall be signed by all of the members and shall be filed with the Secretary of the International Neuromodulation Society.

3.11 Expulsion from Membership. Any member may be expelled for cause upon a majority vote of the Board at a duly convened meeting, following written notice stating

the reasons and reasonable opportunity to be heard. No formal hearing or adjudicatory procedure is required.

3.12 Honorary Titles. The Directors may create such additional classes of "membership," such as contributing members, founding members, Fellowship status, honorary members, etc., as they see fit, but such persons shall not have the right of members under the Pennsylvania Nonprofit Corporation (Society) Law of 1988, as amended (the "Act").

ARTICLE IV - CHAPTERS

4.1 Chapter Formation. A Chapter is an affiliated, legally independent not-for-profit organization recognized by the Board, typically aligned with a single country or defined geography, that advances the Society's mission locally and whose members are INS members. The International Neuromodulation Society, herein called the Society, is a federated organization of affiliated Chapters. By consent of the Board of Directors, Chapters of the Society may be duly formed and recognized by the Board of Directors of the Society.

Each Chapter must be established and registered as an independent, legal, not for profit organization in the country / countries of operation, maintain good standing, and adopt bylaws and policies consist with local law. Chapters' bylaws shall maintain alignment with the Society's mission and applicable affiliation standards.

4.2 A Minimum of Chapter Members. Chapters should comprise a sustainable core membership appropriate to their jurisdiction. and be formed by a minimum of 20 persons from the country / countries of formation, who have a professional interest in neuromodulation.

4.3 Chapter Diversity. Chapters shall be multidisciplinary and inclusive of relevant neuromodulation disciplines, consistent with Section 3.3.

4.4 Chapter Bylaws. Chapters shall adopt and maintain bylaws and governance documents consistent with applicable law and aligned with the Society's mission and affiliated standards.

4.5 Chapter Reporting. Each Chapter shall provide an annual report to the International Neuromodulation Society Executive Office addressing: programmatic activities, membership metrics, governance updates, financial summary or statements, website and communication status, and other information reasonably requested by the International Neuromodulation Society and its Journal, *Neuromodulation.*

4.6 Financial Responsibility. The International Neuromodulation Society shall not be held financially responsible for Chapter activities. Each Chapter shall maintain its own bank account, bookkeeping and accounting records, and shall be held responsible for filing of taxes and for any profit and/or loss.

4.7 Election of Chapter Officers.

a) President. Each Chapter of the International Neuromodulation Society must elect or appoint a President (or equivalent) according to Chapter governance. During the President's tenure, the President (or a designated representative when reasonably necessary) serves on the Society's Board pursuant to Section 5.3, and is required to attend all Society Full Board meetings. A failure to attend two meeting consecutively is grounds for consideration for disaffiliation of the Chapter from the INS.

b) Other Officers. Each Chapter may select the titles of the officers aside from the office of President.

4.8 Chapter Dues. It is the responsibility of the Chapter to collect dues from its members.

4.9 Retention of Dues for the Chapter. The National Chapters shall develop their own dues structures. The Chapter and the Society will agree upon a portion of said dues to be paid quarterly to the International Neuromodulation Society for funding each chapter member's subscription to the Journal, *Neuromodulation,* and for defraying the administrative costs of the Executive Office of the International Neuromodulation Society.

4.10 Chapter Annual Meeting. Each Chapter will hold at least one educational meeting per year. The primary purpose of the annual Chapter meeting will be to disseminate scientific, clinical, legislative, and economic information germane to the field of neuromodulation. The INS strongly encourages collaboration between chapters to combine resources for joint annual scientific meetings. During the annual meeting each chapter will hold a general assembly for its members to conduct the business of the chapter.

4.11 Annual Chapter Meeting Responsibilities. Each Chapter will be the sole responsible party for the planning, preparation and profit/loss for the Chapter's Annual Meeting. The International Neuromodulation Society shall not be held responsible, in any way, shape or form, for the planning or preparation of any Chapter annual meetings; nor will the International Neuromodulation Society be held financially responsible for the profit or loss of any of the annual chapter meetings.

4.12 Society Website. Each Chapter shall create and maintain a website for its membership, which shall be either 1) a subsection of, or 2) an independent site linked to the International

Neuromodulation Society master website. If the Chapter's website is a subsection of the International Neuromodulation Society's master website, the Chapter shall be responsible for providing content regularly, and for contributing financially for its share of expenses, related to creating and maintaining the site.

4.13 Chapter Disaffiliation . Each Chapter is responsible for functioning as financially independent not for profit organization, organizing an annual meeting, and retaining its members. Should a Chapter not fulfill these requirements, the Board of Directors may review and, after notice and opportunity to respond, modify or revoke the Chapter's affiliation.

4.14 Disbursement of Assets. Upon Chapter dissolution or disaffiliation, asset distribution shall be governed by Chapter governing documents and applicable law. Affiliation agreements may address use of INS intellectual property and transition obligations.

ARTICLE V - DIRECTORS

5.1 Powers. The business and affairs of the International Neuromodulation Society shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board.

5.2 Qualifications of Directors. Each Director shall be a member of the Society, be of full age, and need not be a resident of Pennsylvania or California. Each Director must have either (a) made a significant contribution to the field of neuromodulation and be elected as a member of the Board of Directors by the general membership as a "Director at Large," either currently or previously, (b) be an officially elected President, Past-President or representative of a duly recognized National Chapter of the International Neuromodulation Society, or (c) be a current or previous "Regional Director" who has previously served as a Chapter President or as a "Director at Large," has been duly elected by the Board of Directors, resides in the geographic area that he or she will be representing, and is a Society member in good standing.

5.3 Number, Election and Term of Directors. The Board of Directors shall consist of five (5) Executive Board Members serving as officers: President, Past President or President Elect, Secretary, Treasurer, and Editor of *Neuromodulation*, journal of the International Neuromodulation Society. The remainder of Board Members shall be composed of each Chapter President, up to four (4) "Regional Directors," and "Directors at Large," the latter of which shall not exceed five (5), in addition to the person organizing the next INS Congress if he/she is not a Director-at-large. The Executive Board of Directors, acting as a nominating committee, shall nominate all officers of the Society and vote by ballot. A separate nominating committee, appointed by the President, shall put forth two candidates per open Director at Large position,

and call for write-ins from the general membership. The general membership shall vote for the Directors at Large by ballot. Once elected, the members of the Board of Directors shall serve for terms of three (3) years, and until their successors are elected and qualified, excepting the President Elect, whose term is one (1) year. If possible, an equal number of terms shall expire each year. The Directors and Officers, with the exception of the President, may run for a different office, provided he or she has not held that office previously, though none of The Directors and Officers may serve in more than one office simultaneously. Each Director who is President of a duly approved National Chapter of the International Neuromodulation Society, shall be elected by the majority of the National Chapter's members present and shall serve as a Director of the International Neuromodulation Society as long as he or she is acting as President of a National Chapter, not to exceed two (2) consecutive terms. The Executive Board of Directors, acting as a nominating committee, may nominate the Emeritus Director at Large for the full board to vote by ballot. To be eligible, each Emeritus candidate must have been a former President of INS or Editor of the Journal, and must still practice at the time of appointment. Once elected, the Emeritus Director at Large shall serve for a term of three (3) years. Each national/regional chapter's board members, acting as a nominating committee for their respective country/region, shall nominate one (1) single candidate from the region for Regional Director who fulfills the established criteria. The chapters composing each region will then vote for one (1) of the candidates, ensuring a democratic election for the region. Each chapter society will have only one (1) vote to elect one (1) representative from the region. If there is a tie between candidates that the chapters within the respective region cannot resolve, then the INS Executive Officers will break the tie by a vote. Once elected, the Regional Directors shall serve for a single

term of two (2) years, and until their successors are elected and qualified.

If a region is represented on the Board by an elected Director-at-Large, then that Director-at-large shall also serve as the Regional Director for the length of their term.

The four (4) regions are:

1. Asia / Australia / New Zealand
2. Africa / Canada / Europe
3. Latin America
4. USA

5.4 Removal. Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of Directors in office, or of members present, at a duly convened meeting of the Board or members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

5.5 Quorum. Two-fifths of the members of the Board shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the Board present at a meeting at which a quorum is present shall be the acts of the Board.

5.6 Vote. Every Director shall be entitled to one (1) vote in person or by proxy, excepting the Past President, and Editor-in-Chief of *Neuromodulation: Technology at the Neural Interface,* who shall have no vote. In the event of a tie, the Editor-in-Chief, who sits on executive board and has by demand no financial conflicts of interest, will cast the deciding vote.

5.7 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation (Society). Such consents may be filed by mail, or e-mail.

5.8 Frequency of Board Meetings. The Board of Directors shall meet at least one time per year, and the Executive Board shall meet at least two times per year.

5.9 Special Meetings. Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least 90(ninety) days notice, stating the time, place and purpose of any special meeting shall be given to the members of the Board.

5.10 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

5.11 Teleconference Meetings. One or more Directors may participate in a meeting of the Board or any committee thereof by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other or participate in e-mail or text messaging.

ARTICLE VI - OFFICERS

6.1 Executive Board of the Board of Directors. The Executive Board of the Board of Directors/Society/Corporation shall consist of the President, Past President, President Elect, Secretary, and Treasurer. There must be a minimum of five (5) Executive Board Members. The Executive Board shall, by assignment of the Board of Directors, perform the work and duties of the Board. The Executive Board shall be responsible for timely communication to the entire Board of Directors of its work and decisions. All major and significant decisions of the Executive Board shall be ratified by a majority vote of the entire Board of Directors, including the Executive Board.

(a) INS Executive Council

The INS Executive Council shall be formed and composed of 10 individuals: four (4) voting, and six (6) non-voting. The voting members shall include: the President; President-Elect; Secretary; and Treasurer. The non-voting members shall include: Past President; Editor-in-Chief of *Neuromodulation;* One (1) Asia / Australia Regional Director; One (1) Africa / Canada / Europe Regional Director; One (1) Latin America Regional Director; and One (1) USA Regional Director.

6.2 Positions, Election, Term. The officers of the International Neuromodulation Society shall include a President, President Elect, Past President, Secretary, Treasurer, and Editor-in-Chief of ***Neuromodulation,*** journal of the International Neuromodulation Society, and such other officers whose positions shall be created from time to time by the Directors. The officers shall be elected by the Directors and shall serve for a term of three

(3) years, excepting the Editor-in-Chief of *Neuromodulation*, who shall serve as officer of the Executive Board until such time that he/she is replaced or removed, and until his/her successor is elected and qualified, and the President-elect whose term is one (1) year. The Directors and Officers, with the exception of the President, may run for a different office, provided he or she has not held that office previously, though none of The Directors and Officers may serve in more than one office simultaneously. The Officers identified in these Bylaws shall be elected from among the Directors of the Corporation (Society).

6.3 Term. Officers may be elected for one (1) term in the same position.

6.4 Duties. The duties of the officers shall include the following:

(a) The President, who shall preside as Chief Executive Officer of the Corporation(Society), shall preside at all meetings of the members and Directors; shall share general and active management of the business of the Corporation (Society) with the Executive Director of the International Neuromodulation Society; shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Board to delegate any specific powers as allowed by law; and shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation (Society), and when authorized by the Board, affix the seal to any instrument requiring the same.

(b) The Secretary shall attend all meetings of the Board and membership; shall record all votes and the minutes of all proceedings; shall give or cause to be given notice of all meetings to the Directors and to members as appropriate; and shall perform such other duties as may be prescribed by the Board or by the President.

c) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation (Society); shall collect all funds due the Corporation (Society) and disburse funds as required to meet the obligations of the Corporation (Society); shall render to the President and the Board, as requested by them but not less than once a year, regular accountings of all transactions and of the financial condition of the Corporation (Society) and shall perform such other duties as may be prescribed by the Directors or the President.

(d) President Elect shall be vested with all the powers required to perform all the duties of the President in the absence of the President.

(e) Past President shall, upon request of the President and Executive Director, act as advisor to the President and the Board of Directors, and shall at the discretion of the Board fulfill certain tasks that the Board assigns.

(f) Editor-in-Chief of, *Neuromodulation,* Journal of the International Neuromodulation Society, shall act as a representative of the Society for all the Journal's publishing and business-related matters. The Editor shall:

1) Maintain editorial independence over the journal content
2) Oversee the Journal's entire production process
3) Conduct all negotiations with the Journal's publisher
4) Maintain the Editorial Office, financial records and journal library
5) Employ a Managing Editor and any and all staff that is required to perform the duties of the Journal
6) Solicit industry support for advertising and special issues

7) Procure and edit manuscripts

8) Present publishing and financial reports at every Board Meeting

6.5 Removal of Officers. Any officer or agent may be removed by the Board whenever, in its judgment, the best interests of the Corporation (Society) will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

6.6 Quorum. A Quorum for a meeting of the Executive Board Members shall be 4/5 or 5/6, depending on the total number of Executive Board Members at the time. The President – Elect can act on behalf of the President in his or her absence.

6.7 Financial Divestment. The President, President-Elect and Chair(s) of the INS Congress Scientific Committee, may have no direct financial relationships with a company in the neuromodulation space during their terms of service. The Past President, Secretary, and Treasurer and may have limited direct financial relationships with a company in the neuromodulation space during their terms of service; the threshold per each individual is a maximum of $50,000 US per company, per year, though the Board of Directors reserves the right to re-evaluate the exact value on an annual basis. Subsequent Officers' divestment shall occur either prior to, or within twelve (12) months of election. The Editor-in-Chief of *Neuromodulation: Technology at the Neural Interface*, journal of the International Neuromodulation Society, may receive zero (0) income from a company in the neuromodulation space during his or her term as Editor-in-Chief. The Editor must terminate any direct financial relationships prior to his or her appointment. The Chair(s) of INS Congress Scientific Committee must terminate any direct financial relationships 12 months prior to the Congress and may receive zero (0) income from a company in the

neuromodulation space during their term as Congress Scientific Chair. The Officers, the Editor and Chair(s) of the INS Congress Scientific Committee may accept research support if grant money is paid to the institution (e.g., academic medical center) where the research is conducted, not to the individual. Research support, uncompensated services and other permitted relationships should nevertheless be disclosed to the Society.

ARTICLE VII - COMMITTEES

7.1 Establishment. The Board may establish one or more committees that shall consist of one or more Directors of the Corporation (Society) and any member of the International Neuromodulation Society appointed by the President of the Board. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

(a) The filling of vacancies on the Board.

(b) The adoption, amendment or repeal of the Bylaws.

(c) The amendment or repeal of any resolution of the Board.

(d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

7.2 Standing Committee. There shall be the following standing committees with the powers, duties and composition set forth herein: membership committee, finance committee, national chapter committee.

7.3 Appointment of Members. Unless otherwise determined by the Board or set out in these Bylaws, the President shall appoint members of all committees.

7.4 Creation & Composition of Advisory Boards. The Corporation (Society) may, in its discretion, establish Advisory Boards whose members may include persons who are not members of the Board. Such Advisory Boards shall have no voting power and shall have only such responsibilities and duties as delegated to it by the Board or the President.

7.5 Convening of *Neuromodulation* Editorial Board. The Editorial Board of the Journal, *Neuromodulation*, shall meet once every two years at the International Neuromodulation Society Congress to establish and review editorial policy.

ARTICLE VIII - RESIGNATIONS AND VACANCIES

8.1 Resignations. Any member, Director or officer may resign such position at any time, such resignation to be made, in writing, and to take effect from the time of its receipt by the President or the Executive Director of the Corporation (Society), unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

8.2 Filling Vacancies.

a) If the position of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the members by affirmative vote of a majority of all Directors members may choose a person or persons who shall hold office for the remaining term.

b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

c) If at any time there shall be no members, the Directors may select a person or persons who shall become the members of the Corporation (Society).

ARTICLE IX - MEETINGS AND NOTICE

9.1 Place of Meetings Meetings may be held at such place within or without Pennsylvania and/or California as the Board may from time to time determine.

9.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by e-mail, to that person's address appearing on the books of the Corporation (Society), or in the case of Directors, supplied by that person to the Corporation (Society) for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or deposited with a courier service for delivery to such person or, in the case of e-mail when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting of members, the general nature of the business to be transacted.

9.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X - LIABILITY AND INDEMNIFICATION

10.1 General Rule. A Director shall not be personally liable for monetary damages, as Director, for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; Provided, however, the foregoing provision shall not apply to

1) the responsibility or liability of a Director pursuant to any criminal statute or

2) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

10.2 Indemnification. The Corporation(Society) shall indemnify any officer or Director [or employee or representative of the Corporation(Society)] who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, [and whether or not by, or in the right of, the Corporation(Society)] by reason of the fact that such person is

or was a representative of the Corporation(Society), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation (Society), and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation (Society), indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation (Society) unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation (Society) is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

10.3 Procedure. Unless ordered by a court, any indemnification under section 9.2 or otherwise permitted by law shall be made by the Corporation (Society) only as authorized in the specific case upon a determination that indemnification is proper in the

circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;

(2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(3) by the members.

10.4 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by Section 9.2, and may, in any other case, be paid by the Corporation(Society) in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation (Society).

10.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director (or employee or representative] of the Corporation (Society) and shall inure to the benefit of the heirs, executors and administrators of such person.

10.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation(Society) may have to indemnify any person as a matter of law.

ARTICLE XI - AMENDMENTS

11.1 The Articles of Incorporation of the Corporation(Society) may be amended by a majority vote of those members present at any duly convened meeting of members after not less than 60(sixty) days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

11.2 The Bylaws may be amended by a majority vote of these members present at any duly convened meeting of members or to the extent not prohibited by law, by vote of the majority of all Directors in office at a duly convened meeting of Directors, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to-be effected thereby.

ARTICLE XII - MISCELLANEOUS

12.1 Fiscal Year. The fiscal year of the Corporation (Society) shall begin on the first day of September and end on the last day of August.

12.2 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

12.3 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

12.4 Subventions. The Corporation (Society) shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Pennsylvania and California Nonprofit Corporation (Society) Law and to issue certificates therefor.

12.5 Dissolution. If the Corporation (Society) dissolves, its remaining liquid assets shall be distributed evenly amongst the Society's current members.

12.6 Corporate Seal. The corporate seal of the Corporation (Society) shall be in circular form and shall bear the name of the Corporation (Society) and the words "Corporate Seal, Pennsylvania 1995.11"

Ratified: 14 May 2026